

Edgar Filing: STORAGENETWORKS INC - Form SC 13G

STORAGENETWORKS INC
Form SC 13G
October 29, 2002

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
Under the Securities Exchange Act of 1934

StorageNetworks, Inc.

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

86211E103

(CUSIP Number)

October 25, 2002

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

Page 1 of 26 pages

CUSIP No. 86211E103

13G

1. Name of Reporting Person
I.R.S. Identification No. of above Person

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Goldman, Sachs & Co.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

New York

5. Sole Voting Power

Number of 0

Shares

Beneficially

6. Shared Voting Power

7,057,852

Owned by

Each

7. Sole Dispositive Power

Reporting

0

Person

With:

8. Shared Dispositive Power

7,057,852

9. Aggregate Amount Beneficially Owned by Each Reporting Person

7,057,852

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)

7.1%

12. Type of Reporting Person

BD-PN-IA

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CUSIP No. 86211E103

13G

- 1. Name of Reporting Person
I.R.S. Identification No. of above Person

The Goldman Sachs Group, Inc.

- 2. Check the Appropriate Box if a Member of a Group

(a)

(b)

- 3. SEC Use Only

- 4. Citizenship or Place of Organization

Delaware

- 5. Sole Voting Power

Number of
Shares

25,000

Beneficially

- 6. Shared Voting Power

7,057,852

Owned by

Each

- 7. Sole Dispositive Power

Reporting

25,000

Person

With:

- 8. Shared Dispositive Power

7,057,852

- 9. Aggregate Amount Beneficially Owned by Each Reporting Person

7,082,852

- 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

- 11. Percent of Class Represented by Amount in Row (9)

7.2%

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12. Type of Reporting Person

HC-CO

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CUSIP No. 86211E103

13G

1. Name of Reporting Person
I.R.S. Identification No. of above Person

GS Capital Partners III, L.P.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of 0

Shares

Beneficially

6. Shared Voting Power

4,920,158

Owned by

Each

7. Sole Dispositive Power

Reporting 0

Person

8. Shared Dispositive Power

With:

4,920,158

9. Aggregate Amount Beneficially Owned by Each Reporting Person

4,920,158

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
[]

11. Percent of Class Represented by Amount in Row (9)
5.0%

12. Type of Reporting Person
PN

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CUSIP No. 86211E103 13G

1. Name of Reporting Person
I.R.S. Identification No. of above Person
GS Capital Partners III Offshore, L.P.

2. Check the Appropriate Box if a Member of a Group
(a) []
(b) []

3. SEC Use Only

4. Citizenship or Place of Organization
Cayman Islands

5. Sole Voting Power
Number of 0
Shares

Beneficially 6. Shared Voting Power
1,352,617
Owned by

Each 7. Sole Dispositive Power
Reporting 0

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Person -----
8. Shared Dispositive Power
With: 1,352,617

9. Aggregate Amount Beneficially Owned by Each Reporting Person
1,352,617

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
[]

11. Percent of Class Represented by Amount in Row (9)
1.4%

12. Type of Reporting Person
PN

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CUSIP No. 86211E103 13G

1. Name of Reporting Person
I.R.S. Identification No. of above Person

GS Capital Partners III Germany Civil Law Partnership
(with limitation of liability)

2. Check the Appropriate Box if a Member of a Group
(a) []
(b) []

3. SEC Use Only

4. Citizenship or Place of Organization
Germany

5. Sole Voting Power
Number of 0

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Shares -----
Beneficially 6. Shared Voting Power
227,141
Owned by -----
Each 7. Sole Dispositive Power
Reporting 0
Person -----
With: 8. Shared Dispositive Power
227,141

9. Aggregate Amount Beneficially Owned by Each Reporting Person
227,141

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
[]

11. Percent of Class Represented by Amount in Row (9)
0.2%

12. Type of Reporting Person
PN

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CUSIP No. 86211E103 13G

1. Name of Reporting Person
I.R.S. Identification No. of above Person
GS Advisors III, L.L.C.

2. Check the Appropriate Box if a Member of a Group
(a) []
(b) []

3. SEC Use Only

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4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of 0

Shares

Beneficially

6. Shared Voting Power

6,272,775

Owned by

Each

7. Sole Dispositive Power

Reporting 0

Person

With:

8. Shared Dispositive Power

6,272,775

9. Aggregate Amount Beneficially Owned by Each Reporting Person

6,272,775

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

[]

11. Percent of Class Represented by Amount in Row (9)

6.4%

12. Type of Reporting Person

00

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CUSIP No. 86211E103

13G

1. Name of Reporting Person

I.R.S. Identification No. of above Person

Goldman, Sachs & Co. oHG

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2. Check the Appropriate Box if a Member of a Group (a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Germany

5. Sole Voting Power
Number of 0
Shares -----
Beneficially 6. Shared Voting Power
Owned by 227,141

Each 7. Sole Dispositive Power
Reporting 0

Person 8. Shared Dispositive Power
With: 227,141

9. Aggregate Amount Beneficially Owned by Each Reporting Person
227,141

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row (9)
0.2%

12. Type of Reporting Person
PN

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CUSIP No. 86211E103

13G

- 1. Name of Reporting Person
I.R.S. Identification No. of above Person

Stone Street Fund 1999, L.P.

- 2. Check the Appropriate Box if a Member of a Group

(a)

(b)

- 3. SEC Use Only

- 4. Citizenship or Place of Organization

Delaware

- 5. Sole Voting Power

Number of 0

Shares

Beneficially

- 6. Shared Voting Power

270,831

Owned by

Each

- 7. Sole Dispositive Power

Reporting 0

Person

- 8. Shared Dispositive Power

With:

270,831

- 9. Aggregate Amount Beneficially Owned by Each Reporting Person

270,831

- 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

- 11. Percent of Class Represented by Amount in Row (9)

0.3%

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12. Type of Reporting Person

PN

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CUSIP No. 86211E103

13G

1. Name of Reporting Person
I.R.S. Identification No. of above Person

Stone Street 1999, L.L.C.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of
Shares

0

Beneficially

6. Shared Voting Power

270,831

Owned by

Each
Reporting

7. Sole Dispositive Power

0

Person

8. Shared Dispositive Power

With:

270,831

9. Aggregate Amount Beneficially Owned by Each Reporting Person

270,831

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

[]

11. Percent of Class Represented by Amount in Row (9)

0.3%

12. Type of Reporting Person

00

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Item 1(a). Name of Issuer:
StorageNetworks, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:
225 Wyman Street
Waltham, MA 02451

Item 2(a). Name of Persons Filing:
Goldman, Sachs & Co., The Goldman Sachs Group, Inc., GS
Capital Partners III, L.P., GS Capital Partners III Offshore,
L.P., GS Capital Partners III Germany Civil Law Partnership,
GS Advisors III, L.L.C., Goldman, Sachs & Co. oHG, Stone
Street Fund 1999, L.P. and Stone Street 1999, L.L.C.

Item 2(b). Address of Principal Business Office or, if none, Residence:

Goldman, Sachs & Co., The Goldman Sachs Group, Inc., GS
Capital Partners III, L.P., GS Advisors III, L.L.C., Stone
Street Fund 1999, L.P. and Stone Street 1999, L.L.C.:
85 Broad Street, New York, NY 10004

GS Capital Partners III Offshore, L.P.:
c/o Maples and Calder, P.O. Box 309, Grand Cayman, Cayman
Islands

GS Capital Partners III Germany Civil Law Partnership and
Goldman, Sachs & Co. oHG:
MesseTurm, 60308 Frankfurt am Main, Germany

Item 2(c). Citizenship:
Goldman, Sachs & Co. - New York
The Goldman Sachs Group, Inc. - Delaware
GS Capital Partners III, L.P. - Delaware
GS Capital Partners III Offshore, L.P. - Cayman Islands
GS Capital Partners III Germany Civil Law Partnership-Germany
GS Advisors III, L.L.C. - Delaware
Goldman, Sachs & Co. oHG - Germany
Stone Street Fund 1999, L.P. - Delaware
Stone Street 1999, L.L.C. - Delaware

Item 2(d). Title of Class of Securities:

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Common Stock, \$0.01 par value

Item 2(e). CUSIP Number:
86211E103

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- Item 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a :
- (a). Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).
 - (b). Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
 - (c). Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
 - (d). Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
 - (e). An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
 - (f). An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
 - (g). A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
 - (h). A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
 - (i). A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
 - (j). Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box .

- Item 4. Ownership.(1)(2)
- (a). Amount beneficially owned:
See the response(s) to Item 9 on the attached cover page(s).
 - (b). Percent of Class:
See the response(s) to Item 11 on the attached cover page(s).
 - (c). Number of shares as to which such person has:
 - (i). Sole power to vote or to direct the vote: See the response(s) to Item 5 on the attached cover page(s).
 - (ii). Shared power to vote or to direct the vote: See the response(s) to Item 6 on the attached cover page(s).
 - (iii). Sole power to dispose or to direct the disposition

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of: See the response(s) to Item 7 on the attached cover page(s).

- (iv). Shared power to dispose or to direct the disposition of: See the response(s) to Item 8 on the attached cover page(s).

(1) The Reporting Persons previously filed statements on Schedule 13D to report their ownership position in the Issuer.

(2) In accordance with the Securities and Exchange Commission (the "SEC") Release No. 34-39538 (January 12, 1998), this filing reflects the securities beneficially owned by the investment banking division ("IBD") of The Goldman Sachs Group, Inc. and its subsidiaries and affiliates (collectively, "GSG"). This filing does not reflect securities, if any, beneficially owned by any other operating unit of GSG. IBD disclaims beneficial ownership of the securities beneficially owned by (i) any client accounts with respect to which IBD or its employees have voting or investment discretion, or both and (ii) certain investment entities, of which IBD is the general partner, managing general partner or other manager, to the extent interests in such entities are held by persons other than IBD.

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- Item 5. Ownership of Five Percent or Less of a Class.
Not Applicable
- Item 6. Ownership of More than Five Percent on Behalf of Another Person.
Not Applicable
- Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.
See Exhibit (99.2)
- Item 8. Identification and Classification of Members of the Group.
Not Applicable
- Item 9. Notice of Dissolution of Group.
Not Applicable
- Item 10. Certification.
By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: October 29, 2002

GOLDMAN, SACHS & CO.

THE GOLDMAN SACHS GROUP, INC.

By:/s/ Roger S. Begelman

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

Name: Roger S. Begelman
Title: Attorney-in-fact

GS CAPITAL PARTNERS III, L.P.

GS CAPITAL PARTNERS III OFFSHORE, L.P.

By:/s/ Roger S. Begelman

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

Name: Roger S. Begelman
Title: Attorney-in-fact

GS ADVISORS III, L.L.C.

GS CAPITAL PARTNERS III GERMANY
CIVIL LAW PARTNERSHIP
(with limitation of liability)

By:/s/ Roger S. Begelman

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

Name: Roger S. Begelman
Title: Attorney-in-fact

GOLDMAN, SACHS & CO. OHG

STONE STREET FUND 1999, L.P.

By:/s/ Roger S. Begelman

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

Name: Roger S. Begelman
Title: Attorney-in-fact

STONE STREET 1999, L.L.C.

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

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INDEX TO EXHIBITS

Exhibit No. -----	Exhibit -----
99.1	Joint Filing Agreement, dated October 29, 2002, between Goldman, Sachs & Co., The Goldman Sachs Group, Inc., GS Capital Partners III, L.P., GS Capital Partners III Offshore, L.P., GS Capital Partners III Germany Civil Law Partnership, GS Advisors III, L.L.C., Goldman, Sachs & Co. oHG, Stone Street Fund 1999, L.P. and Stone Street 1999, L.L.C.
99.2	Item 7 Information
99.3	Power of Attorney, dated December 8, 2000, relating to Goldman, Sachs & Co.
99.4	Power of Attorney, dated December 8, 2000, relating to The Goldman Sachs Group, Inc.
99.5	Power of Attorney, dated January 31, 2000, relating to GS Capital Partners III, L.P.
99.6	Power of Attorney, dated January 31, 2000, relating to GS Capital Partners III Offshore, L.P.
99.7	Power of Attorney, dated October 7, 1999, relating to GS Capital Partners III Germany Civil Law Partnership.
99.8	Power of Attorney, dated January 21, 2000, relating to GS Advisors III, L.L.C.
99.9	Power of Attorney, dated March 28, 2000, relating to Goldman, Sachs & Co. oHG
99.10	Power of Attorney, dated December 16, 1999, relating to Stone Street Fund 1999, L.P.
99.11	Power of Attorney, dated December 16, 1999, relating to Stone Street 1999, L.L.C.

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Exhibit (99.1)

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, the undersigned agree to the joint filing of a Statement on Schedule 13G (including any and all amendments thereto) with respect to the Common Stock, \$0.01 par value, of StorageNetworks, Inc., and further agree to the filing of this agreement as an Exhibit thereto. In addition, each party to

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this Agreement expressly authorizes each other party to this Agreement to file on its behalf any and all amendments to such Statement on Schedule 13G.

Date: October 29, 2002

GOLDMAN, SACHS & CO.

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

THE GOLDMAN SACHS GROUP, INC.

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

GS CAPITAL PARTNERS III, L.P.

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

GS CAPITAL PARTNERS III OFFSHORE, L.P.

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

GS ADVISORS III, L.L.C.

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

GS CAPITAL PARTNERS III GERMANY
CIVIL LAW PARTNERSHIP
(with limitation of liability)

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

GOLDMAN, SACHS & CO. OHG

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

STONE STREET FUND 1999, L.P.

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

STONE STREET 1999, L.L.C.

By:/s/ Roger S. Begelman

Name: Roger S. Begelman
Title: Attorney-in-fact

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ITEM 7 INFORMATION

The securities being reported on by the The Goldman Sachs Group, Inc. ("GS Group"), as a parent holding company, are owned by GS Capital Partners III, L.P., a Delaware limited partnership, GS Capital Partners III Offshore, L.P., a Cayman Islands exempted limited partnership, GS Capital Partners III Germany Civil Law Partnership, a German civil law partnership with limitation of liability and Stone Street Fund 1999, L.P., a Delaware limited partnership (and collectively, the "Investing Entities"), or are owned, or may be deemed to be beneficially owned, by Goldman, Sachs & Co. ("Goldman Sachs"), a broker or dealer registered under Section 15 of the Act and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940. The general partner, managing general partner or other manager of each of the Investing Entities is an affiliate of GS Group. Goldman Sachs is a direct and indirect wholly-owned subsidiary of GS Group. Goldman Sachs is the investment manager of certain of the Investing Entities.

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Exhibit (99.3)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GOLDMAN, SACHS & CO. (the "Company") does hereby make, constitute and appoint each of Hans L. Reich and Roger S. Begelman, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of December 8th, 2000.

GOLDMAN, SACHS & CO.

By: s/ Gregory K. Palm

Name: Gregory K. Palm
Title: Managing Director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that THE GOLDMAN SACHS GROUP, INC. (the "Company") does hereby make, constitute and appoint each of Hans L. Reich and Roger S. Begelman, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934 (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of December 8th, 2000.

THE GOLDMAN SACHS GROUP, INC.

By: s/ Gregory K. Palm

Name: Gregory K. Palm
Title: Executive Vice President and General Counsel

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS CAPITAL PARTNERS III, L.P. (the "Company") does hereby make, constitute and appoint each of Hans L. Reich and Roger S. Begelman, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, as amended,

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giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of January 31, 2000.

GS CAPITAL PARTNERS III, L.P.

By: GS Advisors III, L.L.C.

By:/s/ Kaca B. Enquist

Name: Kaca B. Enquist

Title: Vice President

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Exhibit (99.6)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS CAPITAL PARTNERS III OFFSHORE, L.P. (the "Company") does hereby make, constitute and appoint each of Hans L. Reich and Roger S. Begelman, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, as amended, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of January 31, 2000.

GS CAPITAL PARTNERS III OFFSHORE, L.P.

By: GS Advisors III, L.L.C.

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By:/s/ Kaca B. Enquist

Name: Kaca B. Enquist
Title: Vice President

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Exhibit (99.7)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS CAPITAL PARTNERS III GERMANY CIVIL LAW PARTNERSHIP (the "Company") does hereby make, constitute and appoint each of Hans L. Reich and Roger S. Begelman, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, as amended, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of October 7, 1999.

GS CAPITAL PARTNERS III GERMANY CIVIL LAW PARTNERSHIP

By: Goldman, Sachs & Co. oHG
By: Goldman, Sachs & Co. Finanz GmbH

By:/s/ Andreas Kornlein

Name: Andreas Kornlein
Title: Executive Director

By:/s/ Sabine Mock

Name: Sabine Mock
Title: Executive Director

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Exhibit (99.8)

POWER OF ATTORNEY

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KNOW ALL PERSONS BY THESE PRESENTS that GS ADVISORS III, L.L.C. (the "Company") does hereby make, constitute and appoint each of Hans L. Reich and Roger S. Begelman, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, as amended, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of January 21, 2000.

GS ADVISORS III, L.L.C.

By:/s/ Kaca B. Enquist

Name: Kaca B. Enquist

Title: Vice President

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Exhibit (99.9)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GOLDMAN, SACHS & CO. OHG (the "Company") does hereby make, constitute and appoint each of Hans L. Reich and Roger S. Begelman, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, as amended, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

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IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of March 28th, 2000.

GOLDMAN, SACHS & CO. OHG

By:/s/ Andreas Kornlein

By:/s/ Sabine Mock

Name: Andreas Kornlein
Title: Executive Director

Name: Sabine Mock
Title: Executive Director

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Exhibit (99.10)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that STONE STREET FUND 1999, L.P. (the "Company") does hereby make, constitute and appoint each of Hans L. Reich and Roger S. Begelman, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, as amended, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of December 16, 1999.

STONE STREET FUND 1999, L.P.

By: Stone Street 1999, L.L.C.

By:/s/ Kaca B. Enquist

Name: Kaca B. Enquist
Title: Vice President

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Exhibit (99.11)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that STONE STREET 1999, L.L.C. (the "Company") does hereby make, constitute and appoint each of Hans L. Reich and Roger S. Begelman, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, as amended, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of December 16, 1999.

STONE STREET 1999, L.L.C.

By:/s/ Kaca B. Enquist

Name: Kaca B. Enquist

Title: Vice President